

THE CHECK CASHING STORE

CORPORATE OFFICES

1400 E. TOUHY SUITE 100 DES PLAINES, ILLINOIS 60018
(847) 299-3100 • FAX (847) 299-2043

P97000094052

September 26, 1997

300002307123--3
-09/30/97-01007--005
*****70.00 *****70.00

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

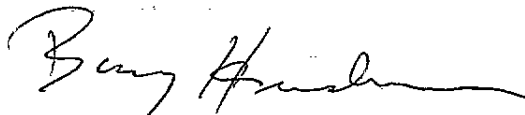
Re: The Lending Store, Inc.

Gentlemen:

Enclosed please find the following documents:

1. Two copies of the Certificate of Articles of Incorporation.
2. Two copies of the Certificate for the Initial Registered Agent.
3. Our check in the sum of \$ 70.00.

Sincerely,



Barry E. Hershman
Secretary

BH:we

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV -3 PM 1:32

RP
11-3-97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 1, 1997

BARRY E. HERSHMAN
1400 E. TOUHY
STE. 100
DES PLAINES, IL 60018

SUBJECT: THE LENDING STORE, INC.
Ref. Number: W97000022486

We have received your document for THE LENDING STORE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 897A00048401

97 NOV -3 PM 1:32

CERTIFICATE OF ARTICLES OF INCORPORATION

WE, the Undersigned, hereby associate ourselves together for the purpose of becoming a Corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State providing for the information, liability, rights, privileges, and immunities of a Corporation for profit.

ARTICLE I

The Name of the Corporation shall be: The Lending Store, Inc.

ARTICLE II

The general nature of the business and objects and purposes proposed to be transacted, promoted, and carried on, are to do any and all things hereinafter mentioned as fully and to the same extent as natural persons might or could do, namely:

A. To engage in the making of secured and unsecured loans and any other activity or business permitted under the laws of the United States and Florida.

B. To organize or cause to be organized under the Laws of the State of Florida, or of any other State, district, territory, province or government, a corporation or corporations for the purpose of accomplishing any or all of the objects for which this corporation is organized, and to dissolve, windup, liquidate, merge, or consolidate any such organization or corporation or to cause the same to be dissolved, woundup, liquidated, merged or consolidated.

C. To purchase, hold, sell, exchange or transfer, or otherwise deal in shares of its own capital stock, bonds, or other obligations, from time to time to such an extent and in such manner, and upon such terms as its Board of Directors shall determine, provided that this corporation shall not use any of its funds or property for the purchase of its own shares of capital stock when such would cause any impairment of the capital of this corporation, and provided further that shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly.

D. No contract or other transaction entered into by the corporation shall be affected by the fact that any Director of the corporation in any way is interested in, or connected with, any party or company or corporation involved in and with such contract or transaction, or himself is a party to such contract or transaction, provided said contract or transaction shall be approved by a majority of the Directors present at the meeting of the Board of

the committee, called for a meeting for that specific purpose and thereafter authorizing or confirming said contract or transaction.

E. The corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture, or otherwise, with any person, firm or corporation, to carry on any business which this corporation has the direct or incidental authority to pursue.

F. To carry on any other lawful business whatsoever which may seem to the corporation capable of being carried on in connection with the above, or calculated directly or indirectly to promote the interests of the corporation, or to enhance the value of its properties, and holdings, and to have, enjoy, and exercise all the rights, powers, and privileges which are now, or hereafter may be conferred upon corporations organized under the same statutes as this corporation.

G. To engage in or conduct any lawful business permitted by the Laws of and Statutes of the State of Florida by virtue of its corporate acts.

The foregoing clauses shall be construed both as objects and powers; and the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation; and it is the intention that the purposes, objects and powers specified in each of the paragraphs of Article II of this Certificate of Incorporation shall, except as otherwise specifically provided, in no wise be limited or restricted by reference to or inference under the terms of any other clauses, or paragraphs of this Article or any other Article or paragraph of this Certificate, and shall be regarded as independent purposes, objects, and powers.

ARTICLE III

The amount of the authorized capital stock of this Corporation shall be Ten Thousand (10,000) shares of common, One Dollar (\$1.00) par value, voting stock, being all that are issued, to be fully paid and exempt from assessment.

The capital stock may be paid for in property, labor, or services, at a just valuation to be fixed by the incorporators at the organization meeting. Fractional shares of stock may be issued.

Any amount of shares of stock authorized to be issued, but not specifically subscribed for or otherwise issued, shall be kept by the corporation as Treasury Stock.

This stock shall be "Section 1244 Stock" as such term is defined in the Internal Revenue Code and the regulations issued thereunder.

This Corporation shall be formed under the provisions of Section 1361, Internal Revenue Code, to be treated as a "Small Business Corporation," also referred to as S Corporation Election.

ARTICLE IV

The corporation shall have the power to deny to the common stock of this Corporation any pre-emptive right to purchase or subscribe to any new issues of any type of stock of this corporation.

ARTICLE V

The corporation shall have the power, at its option, to purchase and acquire any or all of its shares owned and held by any such stockholder as should desire to sell, transfer, or otherwise dispose of his shares, in accordance with the By-Laws adopted by the stockholders of this corporation setting forth the terms and conditions of such purchase, provided, however, that the capital of the corporation is not impaired.

ARTICLE VI

The amount of capital with which the corporation will begin business shall not be less than Ten Thousand Dollars (\$10,000.00).

ARTICLE VII

The term for which this corporation shall exist is perpetual.

ARTICLE VIII

The initial registered official and the name of its official registered agent at such address shall be:

Paul Hauser
5200 N.W. 33rd Ave., Suite 203
Ft. Lauderdale FL 33309

and it may have such other places of business in the State of Florida as the nature and progress of the business from time to time shall render necessary or desirable. Said corporation shall also have the power to conduct its business outside the State of Florida and/or in any and all the several states and territories and districts of the United States, and in any and all foreign countries, and may have one or more offices in any of the said places of business. The corporation's principal office shall be 5200 N.W. 33rd Ave., Suite 203, Ft. Lauderdale FL 33309. The corporation's mailing address shall be: 1400 E. Touhy Avenue, Suite 100, Des Plaines IL 60018.

ARTICLE IX

The business of said corporation shall be conducted by a Board of Directors which shall consist of not less than three (3) members, as the same may be provided by the By-Laws of the corporation and the following officers, to wit: A President, a Vice President, and a Secretary/Treasurer, and such other officers as the Board of Directors may elect, provided that any two (2) offices, except that of the President and Secretary or President and Assistant Secretary, may be held by one and the same person. The members of said Board

of Directors shall be elected at the annual meeting of the stockholders of said corporation, and the said officers shall be elected at the annual meeting of the stockholders of said corporation, and the said officers shall be elected by the Board of Directors at a meeting to be held immediately after the adjournment of the annual stockholders meeting.

ARTICLE X

The names of the officers and directors who are to conduct the business of the corporation until their successors are chosen and qualified are as follows:

President:	Paul Hauser	5200 N.W. 33rd Ave., Suite 203 Ft. Lauderdale FL 33309
Vice-President	Allen Eager	1400 E. Touhy Ave., Suite 100 Des Plaines IL 60018
Secretary/Treasurer	Barry E. Hershman	1400 E. Touhy Ave., Suite 100 Des Plaines IL 60018

ARTICLE XI

The names and addresses of the subscribers and incorporators of this Certificate of Incorporation and the number of shares of stock each agrees to take are as follows:

Paul Hauser 5200 N.W. 33rd Ave. Ft. Lauderdale FL 33309	One Hundred Shares	\$3,333.33
Allen Eager 1400 E. Touhy Ave. Ste 100 Des Plaines IL 60018	One hundred shares	\$3,333.33
Barry E. Hershman 1400 E. Touhy Ave Ste 100 Des Plaines IL 60018	One Hundred Shares	\$3,333.34

The proceeds of the above stock subscribed for will be at least the sum of Ten Thousand Dollars (\$10,000.00), the least sum necessary with which for the corporation to start business.

ARTICLE XII

No Contract or other transaction between this corporation and any other corporation shall be affected by the fact that any Director of this

corporation is interested in, or is a Director or officer of such other corporation and any Director, individually or jointly, may be party to, or may be interested in any contract or transaction of this corporation or in which this corporation is interested; and no contract, or other transaction of this corporation with any person, firm or corporation, shall be affected by the fact that any Director of this corporation is a party in any way connected with such person, firm or corporation, and every person who may become a Director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

ARTICLE XIII

A Board of Directors meeting shall be held as soon as possible after the corporation is formally incorporated, at which time, the proposed By-Laws of this corporation shall be proposed and adopted. There shall be a provision in the said By-Laws providing that each shareholder shall be required to enter into an Agreement approved by the majority of the shareholders, which Agreement shall define and limit each shareholder's rights and obligations with respect to shares of stock of the corporation.

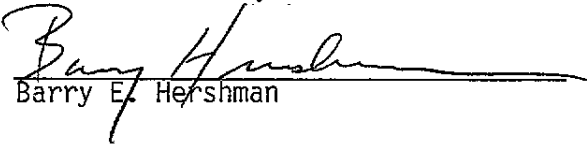
IN TESTIMONY WHEREOF the subscribing stockholders have hereunto set their hands and seals this 25 day of August, 1997.



Paul Hauser



Allen Eager

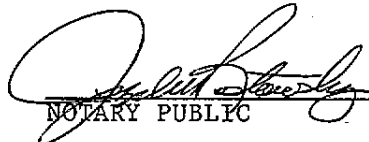


Barry E. Hershman

STATE OF ILLINOIS-)
) SS
COUNTY OF COOK)

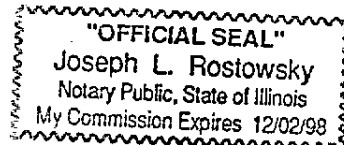
I HEREBY CERTIFY that on this day personally appeared before me,
Barry E. Hershman, one of the incorporators of The Lending Store, Inc.
to me known to be the person described in and who executed the foregoing
instrument and he acknowledged before me that he executed same.

WITNESS MY HAND and official seal in the county and State last aforesaid,
this 25 day of August, 1997.


NOTARY PUBLIC

My Commission Expires:

12-2-98



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT The Lending Store, Inc.
(Name of Corporation)

WITH ITS PLACE OF BUSINESS AT 5200 N.W. 33rd Ave., Suite 203, Ft. Lauderdale FL 33309
(Business Address, City and State)

HAS NAMED Paul Hauser
(Name of Registered Agent)

LOCATED AT 5200 N.W. 33rd Ave., Suite 203, Ft. Lauderdale FL 33309
(Street Address and Number Of Building,
Post Office Box Addresses ARE NOT Acceptable)

CITY OF Ft. Lauderdale, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE
(City)

OF PROCESS WITHIN FLORIDA.

SIGNATURE

Paul Hauser
(Corporate Officer)

TITLE

SECRETARY

DATE

25 August 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV -3 PM 1:32

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION,
AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY,
AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND
OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE

Paul Hauser
(REGISTERED AGENT)

DATE

25 August 1997

BUREAU OF CORPORATE RECORDS, P.O. BOX 6327, TALLAHASSEE, FL 32314

(NOTE: There is a filing fee of \$3.00 for this certificate)